

**BOARD OF GOVERNORS**

**DOCUMENT 2013-5-02**

MARCH 21<sup>ST</sup>, 2014  
MCGREER 100, 16H TO 18H30

AGENDA

- |     |   |  |                            |         |
|-----|---|--|----------------------------|---------|
| 1.  | Welcome   |  | R. Gordon                  | 5 mins  |
| 2.  | Approval of Agenda  | <i>Document 2013-5-02, attached</i>  | R. Gordon                  | 2 mins  |
| 3.  | Approval of minutes:  | <i>Document 2013-5-03, attached</i>  | R. Gordon                  | 3 mins  |
| 4.  | Business Arising  | <i>No document</i>   |                            |         |
| 5.  | Principal's Report  | <i>Document 2013-5-05, attached</i>  | M. Goldbloom,<br>V. Meikle | 10 mins |
|     | ♦ Report on Government<br>Relations Activities                | <i>For information</i>   |                            |         |
| 6.  | Academic Report   | <i>Document 2013-5-06, attached</i><br><i>For information</i>                | M. Turnbull, J.<br>Crooks  | 10 mins |
| 7.  | Finance Report  | <i>Document 2013-5-07, attached</i>  | H. St-Amand                | 20 mins |
|     | a. 2013-14 Forecast Update                                    | <i>For information</i>   |                            |         |
|     | b. 2014-15 Operating Budget<br>Process                        | <i>For information</i>   |                            |         |
|     | c. 2014-15 Cash flow Budget<br>and authorisation to<br>borrow | <i>For approval</i>  |                            |         |
| 8.  | Report of the Sustainable<br>Development Committee            | <i>Documents 2013-5-08, 08a</i><br><i>attached</i><br><i>For information</i> | N. Martel, M.<br>Caron     | 20 mins |
| 9.  | Campus Master Plan  | <i>Document 2013-5-09, attached</i><br><i>For approval</i>                   | N. Martel, H. St-<br>Amand | 10 mins |
| 10. | Contracts over \$ 500 000                                     | <i>Documents 2013-5-10a, 10b,</i><br><i>10c, 10d attached</i>                | H. St-Amand                | 15 mins |
|     | a. Learning Commons –<br>contracts for engineers              | <i>10a for approval</i>  |                            |         |
|     | b. Johnson roof repair –                                      | <i>10b for approval</i>  |                            |         |

- contractor contract
- c. Photocopier contract *10c for approval*
  - d. Abbott renovations *10d for information*
11. Report of the Nominating Committee *Document 2013-5-11, to follow, For approval* R. Gordon 3 mins
  12. Report of the Audit Committee *Document 2013-5-12, attached For information* L. Samoissette 10 mins
  13. Information items:
    - a. Ad Hoc Committee for Oversight of the Sports Centre *Document 2013-5-13a, to follow* N. Martel, S. Lloyd
    - b. Report of the Governance and Ethics Committee *No document* C. McLean
    - c. Meeting dates for 2014-15 *Document 2013-5-13c, to follow* V. Meikle
  14. Other business
  15. Closed session

BOARD OF GOVERNORS

DOCUMENT 2013-6-03

MEETING OF MARCH 21ST, 2014  
MCGREER 100, 16H

**MINUTES**

- Chair:* Stephen Lloyd
- Present:* Claude Charpentier, Michael Goldbloom, Claire Grogan, Kim Huet, Kerry Hull, Deborah Langford, Nadia Martel, James Sweeny, Luce Samoisette
- By telephone:* Cathy McLean, Robert Gordon
- Regrets:* Robert Hall, Brian Levitt
- Senior Administration:* Avril Aitken, Nick Andrews, Jackie Bailey, Scott Duguay, Bruno Gnassi, Michele Murray, Brigitte Quintal, Hélène St-Amand, Miles Turnbull
- Secretary:* Victoria Meikle

**ITEM 1: CHAIR'S WELCOME**

Vice-Chair Stephen Lloyd welcomed Governors and called the meeting to order.

**ITEM 2: APPROVAL OF AGENDA**

Luce Samoisette moved approval of the agenda as proposed, and Nadia Martel seconded the motion.

**The motion carried.**

**ITEM 3: APPROVAL OF MINUTES**

The Principal asked that the spelling of Avril Aitken's last name be corrected in the minutes of the January 24<sup>th</sup> meeting of the Board of Governors. Subject to this correction, James Sweeny moved approval of the minutes, and Kerry Hull seconded the motion.

**The motion carried.**

**ITEM 4: BUSINESS ARISING**

James Sweeny mentioned that Bishop's had not had an opportunity to appear before the *Commission des institutions* which was hearing submissions from Quebecers on Bill 60, the proposed *Charte de la laïcité*.

**ITEM 5: PRINCIPAL'S REPORT**

In its final budget before calling the April 2014 election the Marois government had indicated that it would review fees paid by international students, as well as exemptions from those fees. Though the proposed review was, on its face, consistent with the University's position, the Principal noted that it was not clear from budget documents that additional fees charged to international students would remain with the universities in which they were registered.

Bishop's annual celebration of the research and scholarly accomplishments of faculty and students would kick off on March 24<sup>th</sup>. Among many other activities, an issue of the *Journal of Eastern Townships Studies* devoted to the proposed *Charte de la laïcité* would be launched on March 27<sup>th</sup>, in the presence of Honorary co-editors Luce Samoisette, rectrice of the *Université de Sherbrooke*, and Michael Goldbloom, Principal of Bishop's.

The Principal asked Dean of Student Affairs Jackie Bailey to report on an event she and the Students' Representative Council had organized for students entitled 'Let's Talk About Sex'. A panel of experts had been convened to respond to a broad range of questions from students, including a sex educator, a Crown Prosecutor, a policewoman, a psychology professor who is also a couples therapist, a representative of a local Sexual Assault Centre, Bishop's nurse Jane Caunter, and a researcher on assault.

Dean Bailey has scheduled a speaker for 2014 Fall Orientation to give sessions on safe dating. During the course of discussion, it was suggested that there might be some advantage in running separate sessions for women and for men, and Dean Bailey undertook to consult the speaker on this issue.

**ITEM 6: ACADEMIC REPORT**

Vice-Principal Academic Miles Turnbull provided further details of Research Week activities, and Director of Enrolment Management Scott Duguay gave an update on enrolment.

Though application and conversion numbers in most categories were better when compared to numbers at the same date in 2013, and the number of students who had put down a deposit on a residence room was tracking spring 2013, there was significant concern that numbers would be affected by the potential for a referendum on sovereignty in Quebec.

The number of applications from international students has doubled, and the Recruitment Offices was working hard to ensure that conversions would follow.

During the course of discussion it was suggested that the Enrolment Management Team would have to focus on retention of current students from out of province if it continued to look as though a referendum was likely.

**ITEM 7: REPORT OF THE FINANCE COMMITTEE**

Stephen Lloyd, Chair of the Finance Committee, noted that, despite the good work of Vice-Principal Finance H el ene St-Amand and her team, Bishop's is reacting to changes in our funding context over which we have no control.

The Vice-Principal reported that we were on target with regard to what we can control for 2013-14. New information on government funding, to the effect that the 5.2% cuts for 2012-13 and 2013-14 would be recurring, had caused us to reassess our decision to use the 'bascule' to smooth the impact of the cuts over the next seven years. Should the University decide not to use the smoothing mechanism, there would be a negative variance of \$1.2M in relation to revenues for 2013-14.

The decision on whether or not to use the smoothing mechanism would determine whether the University can present a balanced budget for 2014-15 at its May 9<sup>th</sup> meeting.

Vice-Principal St-Amand then presented for approval the 2014-15 cash flow budget, as set out in Document 2013-5-07, explaining that the use of the line of credit in the coming academic year would peak in December 2014 at \$32.6M, slightly under the 2013-14 maximum of \$34M.

James Sweeny moved approval of the cash flow budget and line of credit, and Luce Samoisette seconded the motion.

**The motion carried.**

## RESOLUTION 2013-5-01

### FOR THE APPROVAL OF THE 2014-15 CASH FLOW BUDGET AND OPERATING LINE OF CREDIT

WHEREAS the Statutes of Bishop's University require the approval of the Board of Governors for all contracts or agreements to borrow money;

WHEREAS the University is subject to the Financial Administration Act;

WHEREAS the line of credit authorized for 2013-14 is \$34 million;

WHEREAS the University aims to present a balanced Operating Budget for the 2014-15 which generates a net cash flow from operations which has been incorporated in the cash flow projections;

AND WHEREAS the University has provided a cash flow budget illustrating financial needs ranging from approximately \$27 million to \$32.6 million between May 1<sup>st</sup> 2014 and May 30<sup>th</sup> 2015;

BE IT THEREFORE RESOLVED THAT the Board of Governors authorizes the University to borrow up to \$32.6 million from RBC for its operations and for the short-term financing of capital expenditures, including the Sports Centre project, for the 2014-15 fiscal year and including May 2015.

BE IT FURTHER RESOLVED THAT the Board authorizes Michael Goldbloom, Principal and Vice-Chancellor, and Helene St-Amand, Vice-Principal Finance and Administration, to co-sign any and all documents required to complete this transaction.

Moved by: James Sweeny

Seconded by: Luce Samoisette

#### **ITEM 8: REPORT OF THE SUSTAINABLE DEVELOPMENT COMMITTEE**

Nadia Martel, Chair of the Sustainable Development Committee, introduced the revised Environmental Sustainability policy, Document 2013-5-08a, noting that there had been consultation on the policy within the University community. The proposed policy is an aspirational document, a series of guidelines, covering many areas of university operations, from purchasing to energy efficiency.

Michel Caron, Director of Buildings and Grounds, gave a brief presentation on the background and development of the Environmental Sustainability Policy, noting that it reflects the priority given to Sustainability in the proposed Strategic Priorities for Bishop's University.

The document identifies responsible departments, provides for a new web site to bring together information on sustainability issues, and for a new logo. In conclusion, Mr. Caron noted that a sustainability audit is carried out every three years, informing an action plan to implement the policy.

Kimberley Huet moved approval of the revised Environmental Sustainability Policy, and Luce Samoisette seconded the motion.

**The motion carried.**

**ITEM 9:       CAMPUS MASTER PLAN**

Nadia Martel reported that the Sustainable Development Committee had reviewed several iterations of the Campus Master Plan and discussed it on several occasions. Though some of the plan is aspirational and implementation would depend on guiding principles still to be developed and on available budgets, the Sustainable Development Committee endorsed the adoption of the Campus Master Plan by the Board of Governors.

The Principal noted that the Plan is the result of a long process of engagement across the University community. The guiding principles for the Plan should be enduring, but decisions on how to implement those principles will depend to some extent on opportunities. The Plan has already influenced the development of the campus, for example in closing off the roadway behind the quad to cars.

Vice-Principal H el ene St-Amand suggested that the Plan should be thought of as a guide for the next 15 years.

The Board spent some time on whether the appropriate action should be to ‘accept’ or to ‘approve’ the Plan. During a discussion of the need for an additional committee for oversight, the strategic importance of the Plan was noted. M<sup>c</sup> Martel undertook to consider with the Sustainable Committee whether it would be the appropriate oversight Committee.

Nadia Martel moved approval of the general principles of the Campus Master Plan and James Sweeny seconded the motion.

**The motion carried.**

## RESOLUTION 2013-5-02

### FOR THE APPROVAL OF THE GENERAL PRINCIPLES OF THE CAMPUS MASTER PLAN

WHEREAS the University community has been consulted over a two-year period in the development of the campus master plan;

WHEREAS Peter Rose Architect | ARCOP and Michael Van Valkenburg Associates have submitted the Bishop's University Master Plan Report – November 2012 to the University;

AND WHEREAS the principles and goals set out included in the report dated November 2012 should remain constant, the recommendations and priorities may evolve and will be updated as required and based on new circumstances;

BE IT THEREFORE RESOLVED THAT the Board of Governors approves the general principles of the Bishop's University Master Plan Report.

Moved by: Nadia Martel

Seconded by: James Sweeny

#### **ITEM 10: APPROVAL OF CONTRACTS**

##### *10a Engineers for Learning Commons Project*

Vice-Principal H el ene St-Amand reported that, following a public call for tenders for engineers for the Learning Commons Project, as prescribed by the *Loi sur les contrats des organismes publics*, the Civil and Structural Engineering contracts had been awarded to EXP, and the Mechanical/electrical contract to CIMA.

Luce Samoissette moved approval of the contract and moved that the Principal and Vice-Principal Finance and Administration be authorised to sign it, as set out in document 2013-5-10a. Kerry Hull seconded the motion.

#### **The motion carried.**

##### *10b Renovation of Old Johnson Roof*

The Vice-Principal filled in details of the award of a contract for the renovation for the roof of Old Johnson to Construction G eratek, for a price of \$719,700 plus taxes that had not been available on the date documents had been distributed to Governors.

In response to concern that only two bids had been received in response to the call for tenders, the Board was advised that there are few roofing companies that have the expertise required to work with slate.



James Sweeny moved that the contract be approved and that the Principal and Vice-Principal Finance and Administration be authorised to sign it, as set out in Document 2013-5-10b. Luce Samoisette seconded the motion.

**The motion carried.**

*10c Photocopier Rental and Service*

The University issued a public call for tenders for the supply and service of photocopiers. Xerox Canada submitted the lowest bid, approximately \$742,720 over six years, and had been awarded the contract.

Claude Charpentier moved that the contract be approved and that Principal and Vice-Principal Finance and Administration be authorised to sign it, as set out in Document 2013-510c. Kimberley Huet seconded the motion.

**The motion carried.**

*10d Abbott renovation.*

Deborah Langford, Director of Residence and Conference Services, reported that the University had been advised that Abbott, Munster and Keener residences were worth renovating, and that renovations would be substantially less expensive than new buildings.

The cost of required renovations is estimated at about \$5.5M for each of the three residences. The plan was to proceed with the renovation of the Abbott residence first, as it is the oldest of the three. The timeline for the work had not been determined as of the date of the Board meeting, and depended in part on approval of the work by the Ministry of Higher Education.

No approval was sought at this time. The Vice-Principal would bring the contract back to the Board for approval when a decision had been made to go forward.

**ITEM 11: REPORT OF THE NOMINATING COMMITTEE**

The Chair, Robert Gordon, moved the appointment Stephen Lloyd to the Ad Hoc Committee for the Sports Centre, and Nadia Martel seconded the motion.

**The motion carried.**

Dr. Gordon then moved the appointment of Brian Levitt to the Audit Committee, and Luce Samoisette seconded the motion.

**The motion carried.**

**ITEM 12: REPORT OF THE AUDIT COMMITTEE**

Luce Samoisette spoke to Document 2013-5-12, the report of the Audit Committee, noting that there were no particular issues to bring to the attention of the Board, and no matters for Board approval.

The Audit Committee had reviewed actions taken by the Business Office to implement recommendations on internal controls.

They had also reviewed and endorsed the University's proposal for accounting for Inter-fund transfers, which would be incorporated into draft financial statements for the fiscal year ending on April 30<sup>th</sup>, 2014.

**ITEM 13: INFORMATION ITEMS**

*13a Report of the Ad Hoc Committee on the Sports Centre*

Nadia Martel reported that the Sports Centre team is doing an exceptional job under Paule Corriveau, and that work is progressing well.

*13b Report of the Governance and Ethics Committee*

Cathy McLean, Chair of the Governance and Ethics Committee, reported that the Committee had met twice and established a work plan for 2013-14. The Committee will focus on Board orientation and training, a review of Committee processes and guidelines, and an update of the Board self-assessment tool.

*13c Meeting dates for 2014-15*

The Secretary General circulated proposed meeting dates for 2014-15, and undertook to consult Governors on their preferences as between a 3:00 p.m. and 4:00 p.m. starting time for Board meetings.

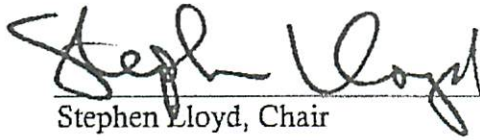
**ITEM 14: OTHER BUSINESS**

There was no other business.

**ITEM 15: CLOSED SESSION**

Kimberley Huet moved the end of the open session, and Kerry Hull seconded the motion. The Board moved into closed session.

There being no further business, the Board of Governors moved into closed session.



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Stephen Lloyd, Chair



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Victoria Meikle, Secretary